

Before the
UNITED STATES COPYRIGHT ROYALTY JUDGES
THE LIBRARY OF CONGRESS
Washington, D.C.

In re)	
)	
DETERMINATION OF ROYALTY)	Docket No. 14-CRB-0001-WR (2016-2020)
RATES AND TERMS FOR)	
EPHEMERAL RECORDING AND)	
DIGITAL PERFORMANCE OF)	
SOUND RECORDINGS (<i>WEB IV</i>))	

DECLARATION OF TODD LARSON
(On behalf of Pandora Media, Inc.)

1. I am counsel for Pandora Media, Inc. ("Pandora") in the above-captioned case. I am familiar with the facts, circumstances, and proceedings in this case and submit this declaration in support of Pandora Media Inc.'s Opposition to SoundExchange, Inc.'s Motion to Compel Pandora Media, Inc. to Produce Documents Responsive to SoundExchange's Requests (the "Opposition").

2. Attached hereto as Exhibit A is a true and correct copy of the March 22, 2015 letter from Kuruvilla Olasa to Todd Larson.

3. Attached hereto as Exhibit B is a true and correct copy of SoundExchange's First Set of Requests for Production of Documents to Pandora Media, Inc..

4. Attached hereto as Exhibit C is a true and correct copy of SoundExchange's Second Set of Requests for Production of Documents to Pandora Media, Inc..

5. Attached hereto as Exhibit D is a true and correct copy of the March 23, 2015 email from Sabrina Perelman to Melinda LeMoine.

6. In addition, I am familiar with the Opposition, and I have also reviewed the definitions and terms provided in the Protective Order issued October 10, 2014 ("Protective Order"). After consultation with my client and personnel working under my supervision, I have determined that, to the best of my knowledge, information and belief, the material in the Opposition designated as "Restricted" under the Protective Order is properly designated as such.

7. The designated passages in the Opposition contain information concerning the terms of confidential contracts with third parties that is proprietary, not available to the public, highly confidential, and commercially sensitive. Such information, if disclosed, would competitively disadvantage Pandora or provide a competitive advantage to another party. Under Rule 350.4(e)(1) of the Copyright Royalty Judges Rules and Procedures, I therefore declare that to the best of my knowledge, information and belief, the material marked "Restricted" meets the definition set forth in the Protective Order.

8. The information marked as "Restricted" must be treated as restricted "Protected Material" in order to prevent business and competitive harm that would result from the disclosure of such information while, at the same time, enabling Pandora to provide the Copyright Royalty Judges with the most complete record possible on which to base their determination in this proceeding.

Pursuant to 28 U.S.C. § 1746 and 37 C.F.R. § 350.4(e)(1), I hereby declare under the penalty of perjury that, to the best of my knowledge, information and belief, the foregoing is true and correct.

Dated: April 1, 2015
New York, NY

Todd Larson /SMH

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Counsel for Pandora Media, Inc.

Exhibit A

MUNGER, TOLLES & OLSON LLP

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March 22, 2015

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(213) 683-9530
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VIA E-MAIL

Todd Larson
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153-0119

Re: Pandora's Rebuttal-Phase Discovery Responses
14-CRB-0001-WR (2016-2020) (*Web IV*)

Dear Todd:

I write to identify certain apparent deficiencies in Pandora's recent rebuttal-phase document production and interrogatory responses. I understand that you or one of your colleagues will be available to discuss these issues at 3:30 p.m. on Monday, October 23, and look forward to a productive discussion.

Request No. 6 (Ephemeral Recordings)

Pandora agreed to produce "documents sufficient to show the number of ephemeral recordings that it makes in connection with its statutory streaming service." We have not located such documents. Please produce them or point us to where they are located.

Request No. 7 (Audits)

We have found some audit-related documents that appear responsive to this request, but have not located documents relating to an audit of Pandora's steering with respect to Merlin

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sound recordings. To the extent such documents exist, please produce them. Alternatively, please confirm that no such documents exist.

Request Nos. 9, 13 (Promotional Programs & Pandora Premieres)

Requests 9 and 13 are specific requests that seek documents directly related to Pandora's rebuttal testimony. Both requests are directly related to Professor Shapiro's contention that Pandora is promotional. *See, e.g.*, Shapiro WRT, 19, 26, 27. We are also entitled to test Pandora's contention that the Pandora-MERLIN deal offers promotional benefits, and to explore Mr. Steven Peterson's testimony regarding promotion. *See, e.g.*, Peterson WRT ¶ 7. Please confirm that you will produce documents responsive to these Requests.

Request No. 10 (Steering)

Pandora agreed to produce documents responsive to this request, but we have been unable to locate such documents. Please produce these documents or point us to where they are in your production.

Request No. 15 (Licensing Strategy or Practice)

Request No. 15 is a very specific request. Indeed, it identifies a particular email by author and date in order to both request the production of that document and identify the documents it seeks. Yet Pandora has refused to produce any documents in response to this Request on the basis that the Request is "broad and nonspecific."

Request No. 15 is also aimed at gathering documents directly related to Pandora's written rebuttal testimony. Pandora has put its own direct licenses directly at issue, including the context of the negotiations that yielded those licenses. *See* Herring WRT pp. 23-24. Documents analyzing Pandora's direct licenses—including whether those licenses are the result of competition or a strategy to influence the rate courts or the CRB—are directly related to Pandora's rebuttal testimony. Pandora's witnesses also contend that the direct licenses are valuable benchmarks despite the effect of the statutory shadow and that the lack of direct licenses is a result of coordination by record companies. Shapiro WRT 33-35. Indeed, Professor Shapiro's theory is based on the assertion that record companies act strategically and that the Services do not. Document's discussing Pandora's strategic behavior would allow us to test this assertion.

Mr. Harrison, a Pandora employee who was intimately involved in the Merlin negotiations, has acknowledged that, while at DMX, he initiated a direct licensing program that had that exact desired effect of lowering rates set in the rate court. We have the right to discover whether that same strategy is now in play on the sound recording side. To the extent there are documents that reveal that Pandora's direct licensing program was a strategic measure to create helpful evidence for the CRB, it would weaken its direct licenses as benchmarks. Please confirm that you will produce documents responsive to this Request.

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Request No. 17 (Professor Shapiro's Publications)

Request No. 17 asks for Dr. Shapiro's writings that use the terms "workable competition" or "effective competition." Obviously, those specific terms are at the heart of his testimony here. *See* Shapiro WRT 13-14. Pandora objects on the ground that those writings are "equally available" to SoundExchange. If Pandora refuses to identify and produce those works, it should at a minimum ask Professor Shapiro what works he has published that include these terms. This involves no burden, since Professor Shapiro is presumably aware of whether he has used these specific terms. In addition, obtaining this information from Professor Shapiro would save SoundExchange the effort of needlessly reviewing everything Professor Shapiro has ever written. Only once Pandora has made the effort of asking Professor Shapiro, its own expert witness, for a list of these works would the requested documents be equally available to SoundExchange. Please confirm that you will make this inquiry and provide us with any documents identified by Professor Shapiro.

Request No. 18 (Projections for Direct License Proposals)

This Request seeks documents directly related to Pandora's written rebuttal testimony. As explained above in relation to Request No. 15, Pandora has put its own direct licensing squarely at issue. Moreover, contrary to Pandora's suggestion, this Request is not duplicative of either Request No. 1 or Request No. 2. Request No. 1 addresses only the Naxos agreement and Request No. 2 does not ask for Pandora's projections relating to direct license proposals. By contrast, this Request covers, for instance, Pandora's internal projections relating to its discussions and exchange of terms with Average Joe's, Disney, Fearless, and Glassnote. Please confirm that you will produce these documents.

Request No. 19 (Relative Bargaining Power)

This Request addresses Pandora's contention that relative bargaining power is at the heart of the benchmark analysis. Mr. Herring testified that Pandora's agreements are the product of competition. In addition, Professor Shapiro contends that non-interactive benchmarks are superior to interactive benchmarks in part because Pandora has more bargaining power than interactive services. Documents that discuss Pandora's market power or its ability (or lack of ability) to extract terms and concessions from record companies should be produced.

Interrogatory Nos. 1 & 2

Please supplement your response. We are entitled to discovery which documents all of your witnesses considered but did not rely on. Please confirm that you will identify and provide all such documents, to the extent they have not already been produced. Also, we are entitled to know which agreements you provided to Professor Shapiro – not just what he considered. Please supplement your response accordingly.

MUNGER, TOLLES & OLSON LLP

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Sincerely,

/s/Kurtvilla Olasa

Kuruvilla J. Olasa

KJO:KJO

Exhibit B

Before the
UNITED STATES COPYRIGHT ROYALTY JUDGES
Library of Congress
Washington, D.C.

In re

DETERMINATION OF ROYALTY
RATES AND TERMS FOR
EPHEMERAL RECORDING AND
DIGITAL PERFORMANCE OF SOUND
RECORDINGS (*WEB IV*)

DOCKET NO. 14-CRB-0001-WR
(2016-2020)

SOUNDEXCHANGE'S FIRST SET OF REQUESTS FOR PRODUCTION OF
DOCUMENTS TO PANDORA MEDIA, INC.

Pursuant to 17 U.S.C. § 803(b)(6)(C)(v) and 37 C.F.R. § 351.5(b)(1), SoundExchange, Inc. serves this First Set of Requests for Production of Documents on Pandora Media, Inc. These Requests are continuing in nature and may require supplementation.

DEFINITIONS AND INSTRUCTIONS

1. The present tense shall be construed to include the past and future tenses and the past and future tenses shall be construed to include the present tense as required by the context to elicit all information discoverable within the broadest scope of these document requests.
2. The singular shall be construed to include the plural and the plural shall be construed to include the singular as required by the context to elicit all information discoverable within the broadest scope of these document requests.
3. "And" and "or" have both conjunctive and disjunctive meanings as required by the context to elicit all information discoverable within the broadest scope of these document requests.
4. "Any" and "all" shall mean "each and every."

5. The term "documents" shall be construed broadly, consistent with the Federal Rules of Civil Procedure, and includes but is not limited to every writing, recording, photograph, summary, data set, spreadsheet or record in any form, whether handwritten, printed, typed, taped, electronic or in any other graphic, digital, magnetic, optical, or mechanical form, however produced, reproduced, or recorded, and includes electronic documents (such as electronic mail messages and all attachments to electronic mail messages).
6. The term "communication" means the transmittal of information by any means and includes communication of any kind, whether written, oral, electronic, or other.
7. The term "including" is illustrative and not limitative and shall be construed to elicit all information discoverable within the broadest scope of these document requests.
8. The terms "reflecting," "referring," "concerning," "relating to," "related to," and "showing" include: addressing, pertaining to, referring to, concerning, comprising, identifying, stating, consisting of, evidencing, alluding to, responding to, connected with, discussing, showing, describing, reflecting, analyzing, constituting, setting forth, in respect of, incorporating, mentioning, embodying, containing, studying, reporting on, commenting on, considering, recommending, constituting in any way, or having any logical or factual connection with the subject matter.
9. Pandora refers to Pandora Media, Inc., its corporate affiliates, parents, subsidiaries, business units, divisions, predecessors, and predecessors of its corporate affiliates, parents, subsidiaries, business units and divisions, and their representatives, officers, agents, servants, counsel, employees, consultants, and any person authorized to act, acting, or purporting to act on their behalf. Pandora also includes the witnesses and experts submitting testimony in this proceeding as part of the written direct case of Pandora.

10. "You" and "your" refer to Pandora as defined above and/or the witnesses and experts submitting testimony in this proceeding as part of the written direct case of Pandora.
11. Please provide separate written responses to all of the following document requests, and repeat each request and the number of each request with each response. If you object to any request, identify the number of the request to which you object, state the basis for your objection in sufficient detail so as to permit adjudication of the validity of the objection, and produce any documents responsive to the portion of the request that you do not find objectionable.
12. Documents sought in these requests include documents currently or previously within your knowledge, possession, or control, as well as those documents which come into your possession subsequent to service hereof. Each of the following document requests is continuing in nature and SoundExchange hereby requests that if you obtain any additional responsive documents at any later date, you promptly so inform SoundExchange and produce those documents.
13. When any request calls for the production of any portion of any document, the entire document containing any such portion must be produced.
14. Unless otherwise indicated in a particular request, this First Request for Production of Documents covers the time period from January 1, 2011 through the present.
15. In accordance with the parties' discovery agreement, please serve written responses and objections and produce any responsive documents for delivery no later than November 7, 2014.
16. Please deliver one set of all responsive documents, responses and objections to Munger, Tolles & Olson at the address below:

Anjan Choudhury
Munger Tolles & Olson LLP
355 South Grand Ave, 35th Floor
Los Angeles, 90071
(213) 683-9107
Anjan.Choudhury@mto.com

17. Documents offered in response to these requests must be furnished in as organized and usable form as possible. Spreadsheets and other documents should be produced in a manner that makes them readable and intelligible.
18. To the extent documents responsive to a request were submitted as part of your Written Direct Case, or produced as initial disclosures, you do not need to produce them in response to the request if you identify them by exhibit number (or equivalent) in your written response to the request.

DOCUMENT REQUESTS

1. All documents that concern or relate to the number of hours per month that listeners tune into Pandora, as described on page 7 of Timothy Westergren's written direct testimony.
2. All documents that concern or relate to the claim that Pandora is promotional of record sales, as described on page 8 of Timothy Westergren's written direct testimony, including any documents that concern, relate to, or refer to any impact that Pandora has on sales or licenses of music, including CDs, downloads, and interactive streaming services.
3. All documents that concern, relate to, or show the number of purchases of music CDs or downloads made, on a monthly basis, from 2011 to the present, by each Pandora listener, including any data that tracks the purchasing habits or frequency of purchases by specific Pandora users or cohorts of users.

4. All documents that concern or relate to the claim that spins on Pandora lead to a variety of benefits to artists at all levels of success, as described on page 17 of Timothy Westergren's written testimony.
5. All documents that concern or relate to Pandora's investments in any advertising, promotion, or marketing programs on behalf of artists, as described on page 18 of Timothy Westergren's written testimony.
6. All documents that concern or relate to [REDACTED]
[REDACTED]
7. All documents that concern or relate to Pandora users' use of the "Buy" button to purchase recorded music, as described on page 5 of Simon Fleming-Wood's testimony, including the number of users that use this feature, the percentage of users that use this feature, the number of sales that result from use of this feature, and any other data related to the use of this feature.
8. All documents that concern or relate to the competition Pandora faces from other providers of music content, as described on page 6 of Simon Fleming Wood's written direct testimony, including any internal analyses, projections, studies, data, or presentations.
9. All documents that concern or relate to the industry research described in paragraph 18 of Mr. Fleming-Wood's testimony.
10. All documents that concern or relate to the number or percentage of Pandora users that discover music through internet radio, as described on page 8 of Simon Fleming-Wood's written direct testimony, including the number or percentage of users that subsequently use an on-demand service.

11. All documents that concern or relate to the number or percentage of Pandora users that also use on-demand services, as described on page 8 of Simon Fleming Wood's written direct testimony, including the number or percentage of Pandora users that use the paid versions of such services and the number or percentage of users that use each specific service.
12. All documents that concern, relate to, or comprise statements made to or communications with investors or analysts, including presentations, roadshows, and transcripts of earnings calls.
13. All documents that concern or relate to Pandora's efforts to create a new market for Internet radio advertisements, as described on page 3 of Michael Herring's testimony.
14. All documents that concern or relate to any estimates regarding the effect of higher or lower royalty rates on Pandora's growth rate, including, for example, the estimate on page 3 of Michael Herring's testimony that Pandora would have at best grown to half its current size if subject to the *Webcasting II* or *Webcasting III* rates.
15. All documents that concern or relate to directly licensed webcasting agreements between Pandora and any record label, including but not limited to the Pandora-Merlin agreement, including the full text of the agreement and any attachments or amendments, and the full text of any previous agreements between the parties.
16. All documents that concern or relate to the "Steering Experiments" or other similar experiments, including the 2013 experiments performed by Pandora and described at page 2, footnote 1, of Stephan McBride's testimony. This request is inclusive of all documents relating to the design and implementation of those experiments as well as the results.
17. All documents that concern or relate to the Music Sales Experiments, or other similar experiments or "business inquiries" performed by Pandora and described at page 10 of

Stephan McBride's testimony, including all information obtained from SoundScan, and all analyses of that information.

18. All documents that concern or relate to any experiments, research, or analyses performed by Pandora researchers or the Pandora Science Team, from 2011 to the present, including the 65 experiments currently operated by Pandora researchers and described at page 3 of Dr. Stephan McBride's testimony and the "A/B testing" described on pages 3-5 of his testimony.
19. All documents that concern or relate to Pandora's rate of converting users of the ad-supported service to paying subscribers, including documents that provide such information on a month-by-month basis, from 2011 to present.
20. All documents that compare the functionality or pricing of any interactive service or interactive services generally with any non-interactive service or non-interactive services generally, including, but not limited to, any analyses, reports, presentations, or projections.
21. All documents that refer to any aspect of competition between any non-interactive service or non-interactive services generally and any interactive service or interactive services generally.
22. All documents that concern or relate to any aspect of customization of any non-interactive service.
23. All documents that discuss, refer to, or concern the prices of any other interactive or non-interactive service.
24. All documents that discuss, refer to, or concern the impact of terrestrial radio on your service.
25. All information you provided to any other participant in this proceeding, including but not limited to NAB, for use in any consideration, analysis, or preparation for this proceeding,

including but not limited to any information cited by other participants in written direct testimony.

26. All documents relating to [REDACTED] under Pandora's agreement with Merlin, including Pandora's expectation that [REDACTED] during the term of the agreement.
27. All documents relating to the effect that mobile access has had on Pandora, including the assertion that such access has led to an increase in listening hours on Pandora and the assertion in Mr. Herring's written testimony that a shift to mobile access made it difficult for Pandora to monetize all of its advertising space.
28. All documents relating to the assertion on page 13 of Mr. Herring's written direct testimony that a substantial portion of Pandora's advertisement spot sales are now directly traceable to terrestrial ad budgets and that Pandora increasingly earns ad revenue for given levels of usage, particularly with respect to mobile listening.
29. All documents relating to Pandora's [REDACTED] [REDACTED] with Merlin as discussed on page 16 of Mr. Herring's written direct testimony.
30. All documents that concern or relate to the statement, from paragraph 20 of Timothy Westergren's written direct testimony, that "Pandora now streams more than 1.5 billion listener hours each month and plays songs from more than 120,000 artists each month. The vast majority – some 80% – of these artists are independent, working musicians whose recordings receive no airplay at all on terrestrial radio."

31. All documents relating to any artist, artist representative or listener "feedback" about the Pandora radio platform, including but not limited to all documents comprising, contradicting or supporting the assertions in paragraph 36 of Tim Westergren's written direct testimony.
32. All documents relating to or reflecting or underlying the assertion that Pandora has "spent, and continue[s] to spend, significant resources to continue to develop" the Music Genome Project, as described in paragraph 24 of Timothy Westergren's written direct testimony.
33. All documents that concern or relate to the statement that interactive services are "complementary," including any documents supporting a contrary view that Pandora listening substitutes for the use of interactive services.
34. All data underlying the statistics in footnote 2 of Simon Fleming-Wood's written direct testimony regarding the percentage of lean-back listeners attributable to various services.
35. All documents relating to the "Pandora Everywhere" initiative described in Paragraph 21 of Simon Fleming-Wood's written direct testimony.
36. All documents referred to, referenced, consulted or otherwise used in connection with the preparation of your response to SoundExchange's First Set of Interrogatories.
37. For the years 2011 through the present, all audited and unaudited financial statements, at every level of specificity at which they are created or maintained, including but not limited to income statements, balance sheets, projections, profit and loss statements, budgets and cash flow statements, together with all supporting schedules, analyses and other materials related to, underlying, or used to support such statements.
38. Documents sufficient to show, for each year from 2011 to the present, for Pandora's non-interactive streaming business and total business, Pandora's total annual expenses, each source of expense incurred by Pandora and the amount of each such type of expense,

including but not limited to expenses from the following categories: (a) royalties for musical composition; (b) royalties for sound recordings; (c) marketing costs; (d) costs associated with promoting artists and recordings; (e) overhead, including, without limitation, salaries, health insurance, telephone, internet, facilities, etc; (e) bandwidth; (f) development and maintenance of technology platform, software and system; (g) licensing fees; (h) third party commissions; and (i) all other significant expenses, identified individually, to the extent not otherwise produced in response to this request.

39. Documents sufficient to show, for each year from 2011 to the present, for Pandora's non-interactive streaming business and its total business, Pandora's total annual revenues, each source of revenue generated by Pandora and the amounts of such types of revenue, including but not limited to revenue from the following categories: (a) subscriptions (broken down by type of subscription); (b) advertising; (c) CD sales; (d) download sales; (e) referral fees; and (f) all other significant revenue, identified individually, to the extent not otherwise produced in response to this request.

40. All short-term and long-term financial projections, forecasts, budgets or analyses reflecting the projected future financial condition of Pandora up to and including 2020, including but not limited to projections or other forecasts concerning revenues, broken down by category of revenue and year, and costs, broken down by category of cost and year.

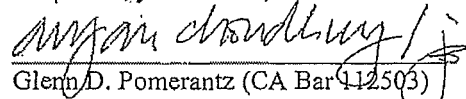
41. All documents or presentations provided to potential or actual investors, financial or investment analysts, Board of Directors, or any others concerning the projected costs, revenues, financial condition, business plans and strategies of Pandora or the webcasting industry, as well as materials used in preparation of such documents or presentations, and documents used to prepare for calls or meetings with any such individuals.

PUBLIC VERSION

42. All documents, including but not limited to all communications, studies, reports, research, surveys, projections, and data, that Pandora reviewed or relied upon in deriving its proposed royalty rate in this proceeding.
43. All documents produced by Pandora in *In Re Petition of Pandora Media, Inc.*, Case No. 12-CV-8035 (S.D.N.Y) and *In re Petition of Broadcast Music, Inc.*, Case No. 1:13-CV-04037 (S.D.N.Y).

PUBLIC VERSION

Respectfully submitted,



Glenn D. Pomerantz (CA Bar 112503)

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CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that on October 13, 2014, I caused a copy of (1) **SOUNDEXCHANGE'S FIRST SET OF REQUESTS FOR PRODUCTION OF DOCUMENTS, RESTRICTED VERSION**, and (2) **SOUNDEXCHANGE'S FIRST SET OF REQUESTS FOR PRODUCTION OF DOCUMENTS, PUBLIC VERSION** to be served by U.S. FIRST CLASS MAIL and EMAIL to the Participants as indicated below:

Participants

David Oxenford WILKINSON BARKER KNAUER, LLP 2300 N Street, NW, Suite 700 Washington, DC 20037 doxenford@wbklaw.com Telephone: (202) 373-3337 Facsimile: (202) 783-5851 <i>Counsel for Educational Media Foundation and National Association of Broadcasters (NAB)</i>	Kenneth L. Steinthal Joseph R. Wetzel Ethan Davis KING & SPALDING LLP 101 Second Street, Suite 2300 San Francisco, CA 94105 ksteinthal@kslaw.com jwetzel@kslaw.com edavis@kslaw.com Telephone: (415) 318-1200 Facsimile: (415) 318-1300 <i>Counsel for National Public Radio, Inc. (NPR)</i>
Jeffrey J. Jarmuth Law Offices of Jeffrey J. Jarmuth 34 E. Elm Street Chicago, IL 60611-1016 Telephone: (312) 335-9933 Facsimile: (312) 822-1010 Jeff.jarmuth@jarmuthlawoffices.com <i>Counsel for AccuRadio, LLC</i>	Paul Fakler Martin Cunniff Jackson Toof Arent Fox LLP 1675 Broadway New York, NY 10019 Paul.Fakler@arentfox.com Martin.Cunniff@arentfox.com Jackson.Toof@arentfox.com <i>Counsel for Sirius XM Radio Inc.</i>

<p>Mark Hansen, John Thorne Evan Leo, Scott Angstreich, Kevin Miller, Caitlin Hall, Igor Helman, Leslie Pope, Matthew Huppert KELLOGG, HUBER, HANSEN, TODD, EVANS & FIGEL, P.L.L.C. 1615 M Street, NW, Suite 400 Washington, DC 20036 Mhansen@khhte.com Jthorne@khhte.com eleo@khhte.com sangstreich@khhte.com kmiller@khhte.com chall@khhte.com ihelman@khhte.com lpope@khhte.com mhuppert@khhte.com Telephone: (202) 326-7900 Facsimile: (202) 326-7999 <i>Counsel iHeartMedia, Inc.</i></p>	<p>William Malone 40 Cobbler's Green 205 Main Street New Canaan, CT 06840 Malone@ieee.org Telephone: (203) 966-4770 <i>Counsel for Harvard Radio Broadcasting Co., Inc. (WHRB) and Intercollegiate Broadcasting System, Inc. (IBS)</i></p>
<p>Karyn Ablin Jennifer Elgin WILEY REIN LLP 1776 K St. N.W. Washington, DC 20006 kablin@wileyrein.com jelgin@wileyrein.com Telephone: (202) 719-7000 Facsimile: (202) 719-7049 <i>Counsel for National Religious Broadcasters NonCommercial Music License Committee (NRBNMLC)</i></p>	<p>Bruce Joseph, Karyn Ablin Michael Sturm, Jillian Volkmar WILEY REIN LLP 1776 K Street, NW Washington, DC 20006 bjoseph@wileyrein.com kablin@wileyrein.com msturm@wileyrein.com JVolkmar@wileyrein.com Telephone: (202) 719-7000 Facsimile: (202) 719-7049 <i>Counsel for National Association of Broadcasters (NAB)</i></p>
<p>Jacob B. Ebin Akin Gump Strauss Hauer & Feld LLP One Bryant Park Bank of America Tower New York, NY 10036-6745 jebin@akingump.com Telephone: (212) 872-7483 Facsimile: (212) 872-1002 <i>Counsel for Pandora Media Inc.</i></p>	<p>R. Bruce Rich, Todd Larson Sabrina Perelman WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, NY 10153 r.bruce.rich@weil.com todd.larson@weil.com Sabrina.Perelman@weil.com Telephone: (212) 310-8170 Facsimile: (212) 310-8007 <i>Counsel for Pandora Media, Inc.</i></p>

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Counsel for Pandora Media Inc.



Rose Leda Ehler

CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that on October 13, 2014, I caused a copy of
**SOUNDEXCHANGE'S FIRST SET OF REQUESTS FOR PRODUCTION OF
DOCUMENTS, PUBLIC VERSION** to be served by U.S. FIRST CLASS MAIL and EMAIL
to the Participants as indicated below:

Participants

Kurt Hanson AccuRadio, LLC 65 E. Wacker Place, Suite 930 Chicago, IL 60601 kurt@accuradio.com Telephone: (312) 284-2440 Facsimile: (312) 284-2450 <i>AccuRadio, LLC</i>	George Johnson GEO Music Group 23 Music Square East, Suite 204 Nashville, TN 37203 george@georgejohnson.com Telephone: (615) 242-9999 <i>GEO Music Group</i>
Kevin Blair Brian Gantman Educational Media Foundation 5700 West Oaks Boulevard Rocklin, CA 95765 kblair@kloveair1.com bgantman@kloveair1.com Telephone: (916) 251-1600 Facsimile: (916) 251-1731 <i>Educational Media Foundation</i>	Donna K. Schneider Associate General Counsel, Litigation & IP iHeartMedia, Inc. 200 E. Basse Rd. San Antonio, TX 78209 DonnaSchneider@iheartmedia.com Telephone: (210) 832-3468 Facsimile: (210) 832-3127 <i>iHeartMedia, Inc.</i>
Frederick Kass Intercollegiate Broadcasting System, Inc. (IBS) 367 Windsor Highway New Windsor, NY 12553-7900 ibs@ibsradio.org ibshq@aol.com Telephone: (845) 565-0003 Facsimile: (845) 565-7446 <i>Intercollegiate Broadcasting System, Inc. (IBS)</i>	Jane Mago, Esq. Suzanne Head 1771 N Street, NW Washington, DC 20036 jmago@nab.org shead@nab.org Telephone: (202) 429-5459 Facsimile: (202) 775-3526 <i>National Association of Broadcasters (NAB)</i>

<p>Russ Hauth, Executive Director Harv Hendrickson, Chairman 3003 Snelling Avenue, North Saint Paul, MN 55113 russh@salem.cc hphendrickson@unwsp.edu Telephone: (651) 631-5000 Facsimile: (651) 631-5086 <i>National Religious Broadcasters NonCommercial Music License Committee (NRBNMLC)</i></p>	<p>Gregory A. Lewis National Public Radio, Inc. 1111 North Capital Street, NE Washington, DC 20002 glewis@npr.org Telephone: (202) 513-2050 Facsimile: (202) 513-3021 <i>National Public Radio, Inc. (NPR)</i></p>
<p>Patrick Donnelly Sirius XM Radio, Inc. 1221 Avenue of the Americas 36th Floor New York, NY 10020 patrick.donnelly@siriusxm.com Telephone: (212) 584-5100 Facsimile: (212) 584-5200 <i>Sirius XM Radio Inc.</i></p>	<p>Cynthia Greer Sirius XM Radio, Inc. 1500 Eckington Place, NE Washington, DC 20002 cynthia.greer@siriusxm.com Telephone: (202) 380-1476 Facsimile: (202) 380-4592 <i>Sirius XM Radio Inc.</i></p>
<p>Christopher Harrison Pandora Media, Inc. 2101 Webster Street, Suite 1650 Oakland, CA 94612 charrison@pandora.com Telephone: (510) 858-3049 Facsimile: (510) 451-4286 <i>Pandora Media, Inc.</i></p>	

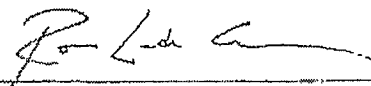

Rose Leda Ehler

Exhibit C

Before the
UNITED STATES COPYRIGHT ROYALTY JUDGES
Library of Congress
Washington, D.C.

In re

DETERMINATION OF ROYALTY
RATES AND TERMS FOR
EPHEMERAL RECORDING AND
DIGITAL PERFORMANCE OF SOUND
RECORDINGS (*WEB IV*)

DOCKET NO. 14-CRB-0001-WR
(2016-2020)

**SOUNDEXCHANGE'S SECOND SET OF REQUESTS FOR PRODUCTION OF
DOCUMENTS TO PANDORA MEDIA, INC.**

Pursuant to 17 U.S.C. § 803(b)(6)(C)(v) and 37 C.F.R. § 351.5(b)(1), SoundExchange, Inc. serves this Second Set of Requests for Production of Documents on Pandora Media, Inc. These Requests are continuing in nature and may require supplementation.

DEFINITIONS AND INSTRUCTIONS

1. The present tense shall be construed to include the past and future tenses and the past and future tenses shall be construed to include the present tense as required by the context to elicit all information discoverable within the broadest scope of these document requests.
2. The singular shall be construed to include the plural and the plural shall be construed to include the singular as required by the context to elicit all information discoverable within the broadest scope of these document requests.
3. "And" and "or" have both conjunctive and disjunctive meanings as required by the context to elicit all information discoverable within the broadest scope of these document requests.
4. "Any" and "all" shall mean "each and every."

5. The term “documents” shall be construed broadly, consistent with the Federal Rules of Civil Procedure, and includes but is not limited to every writing, recording, photograph, summary, data set, spreadsheet or record in any form, whether handwritten, printed, typed, taped, electronic or in any other graphic, digital, magnetic, optical, or mechanical form, however produced, reproduced, or recorded, and includes electronic documents (such as electronic mail messages and all attachments to electronic mail messages).
6. The term “communication” means the transmittal of information by any means and includes communication of any kind, whether written, oral, electronic, or other.
7. The term “including” is illustrative and not limitative and shall be construed to elicit all information discoverable within the broadest scope of these document requests.
8. The terms “reflecting,” “referring,” “concerning,” “relating to,” “related to,” and “showing” include: addressing, pertaining to, referring to, concerning, comprising, identifying, stating, consisting of, evidencing, alluding to, responding to, connected with, discussing, showing, describing, reflecting, analyzing, constituting, setting forth, in respect of, incorporating, mentioning, embodying, containing, studying, reporting on, commenting on, considering, recommending, constituting in any way, or having any logical or factual connection with the subject matter.
9. Pandora refers to Pandora Media, Inc., its corporate affiliates, parents, subsidiaries, business units, divisions, predecessors, and predecessors of its corporate affiliates, parents, subsidiaries, business units and divisions, and their representatives, officers, agents, servants, counsel, employees, consultants, and any person authorized to act, acting, or purporting to act on their behalf. Pandora also includes the witnesses and experts submitting testimony in this proceeding as part of the written direct case of Pandora.

10. "You" and "your" refer to Pandora as defined above and/or the witnesses and experts submitting testimony in this proceeding as part of the written direct case of Pandora.
11. Please provide separate written responses to all of the following document requests, and repeat each request and the number of each request with each response. If you object to any request, identify the number of the request to which you object, state the basis for your objection in sufficient detail so as to permit adjudication of the validity of the objection, and produce any documents responsive to the portion of the request that you do not find objectionable.
12. Documents sought in these requests include documents currently or previously within your knowledge, possession, or control, as well as those documents which come into your possession subsequent to service hereof. Each of the following document requests is continuing in nature and SoundExchange hereby requests that if you obtain any additional responsive documents at any later date, you promptly so inform SoundExchange and produce those documents.
13. When any request calls for the production of any portion of any document, the entire document containing any such portion must be produced.
14. Unless otherwise indicated in a particular request, this Second Request for Production of Documents covers the time period from January 1, 2011 through the present.
15. In accordance with the parties' discovery agreement, please serve written responses and objections and produce any responsive documents for delivery no later than December 3, 2014.
16. Please deliver one set of all responsive documents, responses and objections to Munger, Tolles & Olson at the address below:

Anjan Choudhury
Munger Tolles & Olson LLP
355 South Grand Ave, 35th Floor
Los Angeles, 90071
(213) 683-9107
Anjan.Choudhury@mto.com

17. Documents offered in response to these requests must be furnished in as organized and usable form as possible. Spreadsheets and other documents should be produced in a manner that makes them readable and intelligible.
18. To the extent documents responsive to a request were submitted as part of your Written Direct Case, or produced as initial disclosures or in response to the first set of requests for production of documents, you do not need to produce them in response to the request if you identify them by exhibit number (or equivalent) in your written response to the request.

DOCUMENT REQUESTS

1. All documents referring or relating to Pandora's current plans or strategy to increase the revenue it generates per user or thousand users from advertising, subscriptions, and/or sales of products.
2. Documents sufficient to show on an individualized, anonymized, and monthly basis, the amount of time spent listening to Pandora by each Pandora user along with each user's purchases of sound recordings using the "buy" button link or, if such purchase data is not available, number of clicks of the buy button.
3. All documents referring or relating to Pandora's selection of artists for the Pandora Presents and the Pandora Premieres programs, including, but not limited to, the criteria for selection and any communications relating to the selection of specific artists.
4. All documents referring or relating to the compensation received by artists or content owners who participate in the Pandora Presents or Pandora Premieres programs, including, but not

limited to, any documents discussing the payment of a fee to the artist or the decision by any label to donate artist time or to forgo royalty payments.

5. All documents relating or referring to Pandora's decision to create the [REDACTED], including any internal analysis, projections, memoranda, reports, presentations, or communications.
6. All documents constituting analyses, reports, studies, or investigations of the Pandora Premieres program, including any evaluations of the program, comparisons of costs and benefits of the program, or reports or presentations concerning the program.
7. All communications between Pandora or any Pandora witness and Merlin or any Merlin representative referring or relating to the execution or implementation of the Pandora – Merlin agreement, including any e-mails, presentations, or reports.
8. All non-privileged communications between Pandora's witnesses (both fact and expert) and any other employees of Pandora regarding the rate that should apply for non-interactive webcasting for 2016-2020.
9. All non-privileged communications between Pandora's witnesses (both fact and expert) and any other employees of Pandora regarding whether Pandora promotes or substitutes for the sale of downloads or subscriptions to interactive services such as Spotify.
10. All documents concerning, reflecting, or discussing, any aspect of competition between Pandora and Spotify, Rdio, iTunes Radio, Rhapsody, Beats, iHeartRadio, or Slacker.
11. The prior testimony of each Pandora fact witness from any other court, administrative or judicial proceeding, including prior CRB proceedings, whether by deposition or hearing.
12. Documents sufficient to show the goals, methods, and results of Pandora's [REDACTED] experiments.

13. Documents sufficient to show the goals, methods, and results, including any interim results or pilot test results, of Pandora's [REDACTED] experiments.
14. All documents referring or relating to the experiments or business investigations that occurred between the summer of 2013 and January 2014, as referred to by Dr. McBride. McBride WDT ¶ 13.
15. All documents Pandora received from any other current or former participant in this proceeding or from any other webcasting service, for use in any consideration, analysis, or preparation for this proceeding.
16. All documents referred to, referenced, consulted or otherwise used in connection with the preparation of your response to SoundExchange's Second Set of Interrogatories.
17. All documents referring, relating to, or constituting communications to the public or to Pandora listeners regarding the criteria by which Pandora selects the music it performs for listeners.

Respectfully submitted,

/s/ Anjan Choudhury

Glenn D. Pomerantz (CA Bar 112503)
Kelly M. Klaus (CA Bar 161091)
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Counsel for SoundExchange, Inc.

Exhibit D

From: Perelman, Sabrina
Sent: Tuesday, March 24, 2015 6:00 PM
To: LeMoine, Melinda (Melinda.LeMoine@mto.com); rose.ehler@mto.com; Olasa, Kuruvilla (Kuruvilla.Olasa@mto.com)
Cc: Rich, Bruce; Larson, Todd; Yolkut, David; Collins, Reed
Subject: Follow-up from 3/23 Meet and Confer

Mindy and Rose,

Following up from our discussion yesterday, here are the items we said we would get back to you on:

- RFP 6 (ephemeral recordings): These documents can be found at starting Bates numbers PAN_CRB_00196532, PAN_CRB_00181019, and PAN_CRB_00200095.
- RFP 10 (steering): As I mentioned, we produced approximately 90 documents (including complete families) in response to this Request. Although we continue to believe it is not our obligation to catalog our production, to move things along, below are the starting bates numbers for the documents responsive to RFP 10 including all family members:

PAN_CRB_00179589

PAN_CRB_00179591

PAN_CRB_00179593

PAN_CRB_00179595

PAN_CRB_00179601

PAN_CRB_00179602

PAN_CRB_00179604

PAN_CRB_00179607

PAN_CRB_00179618

PAN_CRB_00179619

PAN_CRB_00179621

PAN_CRB_00179622

PAN_CRB_00179626

PAN_CRB_00179636

PAN_CRB_00179644

PAN_CRB_00179653

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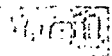
PAN_CRB_00176810

PAN_CRB_00176813

PAN_CRB_00176818

- RFP 15 (DMX): We maintain our objection that this Request is in no way directly related to Pandora's written rebuttal statement. Notwithstanding, we have run additional word searches through Chris Harrison's emails for the relevant period to identify potentially responsive documents as relate to the rights at issue in this proceeding. The search yielded two such non-privileged documents, which we will produce this week.
- RFP 17 (Shapiro publications): As discussed, we have followed up with Carl Shapiro to see whether he can recall any publications written since 2011 in which he substantively discussed the concepts of "workable competition" or "effective competition." He could not recall any such publications.
- RFP 18 (projections): As discussed, we have followed up with our client to determine whether there were any projections concerning payments under Pandora's direct license agreements. We were informed that only one such document exists, related to the Merlin agreement. That document will be produced this week.

Regards,
Sabrina



Sabrina A. Perelman

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